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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE VALUECLICK, INC.
DERIVATIVE SHAREHOLDER
LITIGATION

Lead Case No. CV 13-09024 ODW(SHx)
(Consolidated with Case No. 13-09148
ODW(SHx))

This Document Relates To:
All Actions.

JOINT STIPULATION
VOLUNTARILY DISMISSING
ACTION WITHOUT PREJUDICE

Judge: Honorable Otis D. Wright, II

1 Pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure,
2 plaintiffs Nancy Jean Holt and Dennis Palkon ("Plaintiffs") and defendants John
3 Giuliani, John P. Pitstick, Peter Wolfert, James R. Zarley, Martin T. Hart, James A.
4 Crouthamel, Jeffrey F. Rayport, James R. Peters, Brian A. Smith, David S. Buzby,
5 and nominal defendant ValueClick, Inc. ("ValueClick")¹ (collectively,
6 "Defendants"), by and through their counsel, respectfully request the Court enter
7 an Order granting Plaintiffs' request to voluntarily dismiss the above-captioned
8 consolidated action without prejudice. The parties state as follows:

9 WHEREAS, on December 6, 2013, plaintiff Nancy Jean Holt filed her
10 Verified Complaint for Breach of Fiduciary Duty before this Court, captioned *Holt*
11 *v. Buzby, et al.*, Case No. CV 13-09024 ODW(SHx) (the "*Holt* Action");

12 WHEREAS, on December 11, 2013, plaintiff Dennis Palkon filed his
13 Verified Shareholder Derivative Complaint for Breach of Fiduciary Duty, Waste of
14 Corporate Assets and Unjust Enrichment before this Court, captioned *Palkon v.*
15 *Giuliani, et al.*, Case No. CV 13-09148 ODW(SHx) (the "*Palkon* Action");

16 WHEREAS, on February 10, 2014, the Court entered an order consolidating
17 the *Holt* Action and *Palkon* Action (the "Consolidated Action") and appointing
18 Robbins Arroyo LLP and Federman & Sherwood as co-lead counsel for the
19 Consolidated Action ("Consolidation Order") (Dkt. 15);

20 WHEREAS, on March 5, 2014, in accordance with the Consolidation Order,
21 the parties submitted a proposed schedule for Plaintiffs to file or designate a
22 consolidated complaint and for Defendants' response thereto (Dkt. 17), which the
23 Court granted on March 6, 2014 (the "Briefing Order") (Dkt. 18);

24 WHEREAS, pursuant to the Briefing Order, Plaintiffs designated the
25 complaint in the *Palkon* Action as the operative consolidated complaint on April 7,

26 _____
27 ¹ On February 3, 2014, ValueClick changed its name to Conversant, Inc.
28

2014 (Dkt. 19), and Defendants filed their motion to dismiss the Consolidated Action on May 5, 2014 (Dkt. 20);

WHEREAS, Plaintiffs now seek to voluntarily dismiss this Consolidated Action without prejudice, with each party to bear their own costs and fees; and

WHEREAS, the parties respectfully submit that notice is unnecessary to protect the interests of ValueClick and its shareholders for the following reasons:

(i) Plaintiffs seek dismissal without prejudice; (ii) there has been no settlement or compromise; (iii) there has been no collusion among the parties; and (iv) neither Plaintiffs nor their counsel have received or will receive any consideration from Defendants for the dismissal.

RELIEF REQUESTED

NOW THEREFORE, the parties STIPULATE and AGREE and request that the Court enter an Order approving the voluntary dismissal of this Consolidated Action pursuant to Rules 23.1(c) and 41(a) of the Federal Rules of Civil Procedure, as follows:

1. The Consolidated Action is dismissed without prejudice.
2. For the reasons stated above, notice of said dismissal is not required.
3. Each party shall bear their own costs and fees.

IT IS SO STIPULATED.

Dated: May 30, 2014

ROBBINS ARROYO LLP
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/s/ Jenny L. Dixon
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Dated: May 30, 2014

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ATTESTATION OF SIGNATURE

I, Jenny L. Dixon, am the ECF User whose ID and password are being used to file this Joint Stipulation Voluntarily Dismissing Action Without Prejudice. In compliance with United States District Court for the Central District of California Civil Local Rule 5-4.3.4(a)(2), I hereby attest that all other signatories listed, and on whose behalf the filing is submitted, concur in the filing's content and have authorized the filing. Executed this 30th day of May, 2014, at San Diego, California.

/s/ Jenny L. Dixon
JENNY L. DIXON